

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:
<b>MOTORS LIQUIDATION COMPANY, et al.,</b>	:
<b>f/k/a General Motors Corp., et al.</b>	:
<b>Debtors.</b>	:
	Chapter 11 Case No.
	09-50026 (REG)
	(Jointly Administered)
	:

**ORDER GRANTING 241ST OMNIBUS OBJECTION TO CLAIMS**  
**(Claims for Equity Interests and Duplicative Debt Claims)**

Upon the 241st omnibus objection, dated August 19, 2011 (ECF No. 10727) (the “**241st Omnibus Objection**”),<sup>1</sup> of the Motors Liquidation Company GUC Trust (the “**GUC Trust**”), formed by the above-captioned debtors (collectively, the “**Debtors**”) in connection with the Debtors’ Second Amended Joint Chapter 11 Plan, dated March 18, 2011 (as may be amended, supplemented, or modified from time to time, the “**Plan**”), pursuant to section 502(b) of title 11, United States Code (the “**Bankruptcy Code**”) and Rule 3007(d) of the Federal Rules of Bankruptcy Procedure, seeking entry of an order (a) reclassifying the Subject Proofs of Claim to the extent an equity interest is asserted therein, and (b) disallowing and expunging the Subject Proofs of Claim to the extent a claim is asserted therein on account of the Debt Securities, all as more fully described in the 241st Omnibus Objection; and due and proper notice of the 241st Omnibus Objection having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the

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<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 241st Omnibus Objection to Claims.

241st Omnibus Objection is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the 241st Omnibus Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the 241st Omnibus Objection is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, and the terms of the Plan, to the extent a Subject Proof of Claim listed on Exhibit "A" (the "**Order Exhibit**") asserts claims for equity interests, it shall be disallowed and reclassified as an equity interest; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, to the extent a Subject Proof of Claim asserts a claim arising under the Debt Securities, it shall be disallowed and expunged; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object on any basis are expressly reserved with respect to, any claims listed on Exhibit "A" annexed to the 241st Omnibus Objection that are not disallowed pursuant to this Order, and any of the claims for equity interests that are reclassified as equity interests; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York  
September 26, 2011

s/ Robert E. Gerber  
United States Bankruptcy Judge